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AZ CORP COMMISSION
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March 30, 2006

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T-03779A-05-0797
T-03654A-05-0797

Jeff Hatch-Miller, Chairman
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, AZ 85007

Re: Level 3 Communications and WilTel Communications

Dear Chairman Hatch-Miller:

I have reviewed the Complaint and Petition for Order to Show Cause filed by the Staff of the Arizona Corporation Commission Utilities Division against WilTel Communications, LLC, WilTel Local Network, LLC and Level 3 Communications, LLC (collectively referred to as "Level 3").

First, Level 3 and its Arizona operating subsidiaries apologize and take full responsibility for their failure to provide the Arizona Corporation Commission with the notice required by Decision No. 68346. I believe that in the process of merging these companies, the failure to provide the notice resulted from an internal miscommunication. Level 3 will comply with Decision No. 68346 and the inference in the January 31, 2006 letter that Level 3 will not comply is inaccurate, Level 3 will comply.

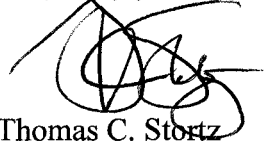
Let me put these Arizona terminations in context. First, the termination affected two employees and has had no effect on the quality of service provided by Level 3 and its operating subsidiaries to Arizona consumers. These positions were duplicative and, as a matter of operating efficiency, these terminations were necessary.

Second, the two employees received severance pay pursuant to the acquisition agreement between Level 3 and WilTel. One employee received 16 weeks of pay; the other 10. Level 3 believes that once the employees were notified that they would be terminated, it was better to pay them for the additional 60 days but not have them report to work, so their terminations were deemed effective on March 3, 2006.

It is difficult for a company the size of Level 3 to always make individual termination decisions 60 days prior to their implementation, as opposed to a major facility closing or layoff involving a significant number of employees, which is often planned months in advance. At this point, Level 3 has not scheduled future merger-related layoffs in Arizona. Nevertheless, Level 3 has taken additional steps to ensure that those parties planning network and employee integration in Arizona understand the full scope of Decision No. 68346 and that no further action will be taken without consulting with the Company's legal department.

Again, we apologize. Level 3 Vice President for Public Policy, William Hunt will be present at the April 4, 2006 Open Meeting to speak to these issues.

Very truly yours,

A handwritten signature in black ink, appearing to read 'T. Stortz', with a large, stylized flourish extending from the end of the signature.

Thomas C. Stortz
Executive Vice President
& Chief Legal Officer

TCS/bjg

cc: Commissioner William A. Mundell
Commissioner Marc Spitzer
Commissioner Mike Gleason
Commissioner Kristin K. Mayes
Ernest Johnson
Maureen Scott